

North Dakota Badlands Horse Registry By-Laws

Adopted 11-11-09

ARTICLE I. MISSION STATEMENT

Because wild horses of the Badlands hold a unique place in the history and settlement of North Dakota, the North Dakota Badlands Horse Registry was established to register, promote, appreciate, and preserve the wild horses of Theodore Roosevelt National Park.

ARTICLE II. POWERS

The corporation shall have all of the powers set forth in Chapter 10-33 of the North Dakota Century Code, including the specific right to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property or any interest therein, wherever situated.

ARTICLE III. MEMBERS

The corporation does not have members. The Board of Directors (“Board”) may, at its discretion, seek guidance, recommendations and Board members from owners of horses purchased from Theodore Roosevelt National Park (“TRNP”) and other horse advocates that have shown interest in the wild horses of the Badlands (“wild horses”) and the North Dakota Badlands Horse Registry (“NDBH”).

ARTICLE IV. ANNUAL MEETING

An annual meeting of the Board shall be held at a time and place agreed upon by the Board. The Board may, at its discretion, invite interested parties to attend the annual meeting to solicit ideas, information and discourse related to the wild horses. In the event the annual meeting is opened to interested parties, notice of the annual meeting shall be published on-line at least one month prior to the date of the meeting. If an annual meeting is opened to interested parties, the Board shall defer taking action on any official business until its next regularly scheduled meeting.

ARTICLE V. [RESERVED]

ARTICLE VI. BOARD OF DIRECTORS

A board of at least 7 Directors shall manage the affairs of the corporation. The Board may solicit nominations for potential board members from parties with interest in NDBH and the wild horses. In January of each year the Board shall elect one-half of the Directors for two-year terms. In the event of a vacancy on the Board which decreases the number of Board members to less than seven directors an election will be held to fill the unexpired term at the next regularly scheduled meeting of the Board. In the event of any other vacancy on the Board, the Board shall fill the unexpired term at its earliest convenience. The official business of the corporation shall be conducted, operated and controlled by the Board and such committees or teams as created by the Board. A majority of the Directors shall constitute a quorum for the transaction of business.

ARTICLE VII. DIRECTORS MEETINGS

Meetings of the Board shall be conducted by any one or all of the following means as authorized by the Board: i) in person, ii) by means of conference call, or iii) by one or more other means of remote communication, provided each Director is able to participate in said meeting with each of the other directors. The Board shall hold at least four meetings a year. Notice of the time of a regular Board meeting shall be given by the President, or in his/her absence by the Vice President, to the members of the Board at least five days prior to the meeting. The President or any four Directors may call a special meeting of the Board by giving written notice (either electronically or by mail) at least 5 days prior, stating the place, day and hour of the meeting and the purpose for which the meeting is called.

For matters requiring immediate Board action prior to the next schedule meeting, the President may call an emergency meeting of the Board by giving written electronic notice as soon as is reasonably possible after learning of the issue. The notice must include a description of the issue(s) requiring Board action and establish a date for Board members to make final comment on the matter. The Board shall take action on said issue by way of electronic vote within the timeframe set by the President.

ARTICLE VIII. OFFICERS

- (a) The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. Officers shall: i) serve two-year terms; ii) be Board members; and iii) be elected by the Board.
- (b) The President shall give notices of meetings, preside at all meetings of the Board and annual meetings, and be its Executive Officer. He/she shall further perform all such other duties as are usually attendant to the office of the President.
- (c) In the absence of the President, the Vice President shall perform the duties of the President.
- (d) The Secretary shall keep the minutes of all meetings, with reports presented on-line after each meeting, be custodian of the corporate records, and perform all duties incident to the office under the direction of the President.
- (e) The Treasurer shall have charge and custody of the funds, deposits and securities of the corporation, receive and give receipts for moneys due and payable to the corporation, deposit all moneys in the name of the corporation in such depositories as the Board may designate and to insure to the Board that withdrawals from accounts are only made upon checks properly signed by the officers authorized with signing authority. The Treasurer shall submit: i) the annual report and any other information as required by the State of North Dakota; and ii) all required filings to the IRS.

ARTICLE IX. COMMITTEES/TEAMS

The Board, by resolution adopted by a majority of the Directors, may designate and appoint committees/teams which shall consist of at least two Directors and such other individuals as the Board deems appropriate and necessary to accomplish the duties of the committee/team. Committees/teams shall possess only such powers as provided in said resolution or in a committee charter approved by the Board.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records as required by the State of North Dakota. The books, records, and accounts shall be audited annually with a report provided in writing to the Board no later than the end of the first quarter of each year. This report shall become part of the official records of the corporation.

ARTICLE XI: FISCAL

- (a) All moneys received by the corporation shall be duly and regularly deposited in the bank or recognized savings institution, to be withdrawn only upon signature of the Treasurer, or such other signature as the Board may by resolution designate.
- (b) The corporation shall make no loans to its Directors, Officers or others.
- (c) The Treasurer shall be charged with making an annual report to the Board of all income and of all disbursements. In the event that the corporation would be dissolved, dispersion of corporation funds would be as stated in the Articles of Incorporation.

ARTICLE XII. [RESERVED]

ARTICLE XIII. BY-LAW CHANGES OR ADDITIONS

These by-laws may be amended or repealed by an affirmative vote of two-thirds of the Board members at a regular or special meeting provided written notice of the proposed amendment or repeal is provided to the Board members at least thirty (30) days prior to said meeting.

Adopted: 11-11-09

Amended: 11-11-19